

RECORDATION NO. 20053-T FILED

APR 11 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

April 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of April 10, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Master Rail Lease Agreement and Lease Assignment previously filed with the Board under Recordation Numbers 20053-A and 20053-C.

The name and address of the party to the enclosed document are:

Lessor: The CIT Group/Equipment Financing, Inc.
(successor in interest to Pitney Bowes Credit Corporation)
11 West 42nd Street
New York, NY 10017

[Lessee: Ag Processing Inc.
12700 West Dodge Road
Omaha, NE 68103-2047]

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A description of the railroad equipment covered by the enclosed document
is:

100 covered hopper railcars: AGPX 96200 - AGPX 96299.

A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing, Inc., a Delaware corporation ("CIT"), is the successor lessor under that certain Master Rail Lease Agreement No. 7707722 dated as of May 7, 1996 (the "Master Lease") and that certain Lease Schedule No. 802 dated as of May 7, 1996, as amended (the "Schedule"; the Schedule and the Master Lease as it relates to the Schedule, collectively, the "Lease") between Pitney Bowes Credit Corporation (to which CIT is successor in interest, as successor in interest to ICX Corporation), as lessor, and Ag Processing Inc a cooperative, as lessee (the "Lessee"), with respect to the lease by CIT to the Lessee of one hundred (100) railcars identified on Exhibit A hereto.

A Memorandum of Master Rail Lease Agreement dated as of May 7, 1996 between Pitney Bowes Credit Corporation (to which CIT is successor in interest, as successor in interest to ICX Corporation) and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on May 9, 1996 under Recordation Number 20053-A.

A Memorandum of Lease Assignment dated September 30, 1996 between Pitney Bowes Credit Corporation and ICX Corporation, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on December 10, 1996 under Recordation Number 20053-C.

This Termination of Lease acknowledges for the public record that the Lease has terminated and that CIT has no further interest in the Lease.

This Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

Dated this 10th day of April, 2008.

I certify that I hold the title set forth below, that this instrument was signed on behalf of CIT by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of CIT. I further declare, under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President

EXHIBIT A

One hundred (100) 5161 cubic foot covered hopper railcars manufactured by Trinity Industries, marked and numbered as follows:

AGPX 96200 – AGPX 96299 (both inclusive)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/11/08



Robert W. Alvord